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November 22, 1995

VIA FEDERAL EXPRESS

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Re: Endswell Loan

Dear Norine and Jim:

Mike Stone has delivered to me the following documents, which have been executed by The Point Foundation:

1. Two execution originals of the Loan, Security, and Pledge Agreement.

2. One execution original of the Secured Promissory Note.

3. One original of the UCC-1 Financing Statement.

4. An original stock certificate for 30,000 shares of Zomeworks common stock.

4. One Stock Power Separate From Certificate.

I am enclosing with this letter a counterpart original of the Loan, Security, and Pledge Agreement, which should be executed by each of you on behalf of The Endswell Foundation. I am also sending to Norine the UCC-1 Financing Statement, which she needs to execute for Endswell. Please send the executed originals back to me by overnight courier. When I have these documents back, I will assemble packets of the executed documents for distribution to Norine and Mike Stone.

Norine, I need instructions on who should hold the original promissory note and Zomeworks stock certificate. Also, as of Wednesday at 1:30 p.m., we had not received the wire transfer.

Best regards.

Sincerely,

Chuck

Charles P. Ortmeyer

cc: Mike Stone (w/out encl.)
Joel Solomon (w/out encl.)